

Greenberg Traurig

April 21, 2006

VIA HAND DELIVERY

The Honorable Joseph J. Farnan, Jr.
United States District Court
District of Delaware
844 King Street
Wilmington, DE 19801

**Re: *In re NorthWestern Corporation*
Lazard Freres & Co., LLC. v. NorthWestern Corp.,
Civil Action No. 05-395-JJF**

Dear Judge Farnan:

This firm is co-counsel for NorthWestern Corporation ("NorthWestern"), along with the firm of Paul Hastings Janofsky & Walker LLP, in the above-referenced action, Civil Action No. 05-395-JJF.

We write with respect to this Court's Order dated April 10, 2006, pursuant to which Your Honor ordered NorthWestern to file its Answering Brief no later than April 21, 2006. NorthWestern hereby notifies the Court that it is waiving the right to file an answering brief and takes no position with respect to the appeal.

If Your Honor has any questions with regard to the foregoing, please feel free to contact me.

Respectfully submitted,



Dennis A. Meloro

cc: Clerk of Court (*Via CMF*)
Anthony W. Clark, Esquire (*via hand delivery*)
Albert T. Powers III, Esquire (*via hand delivery*)
Jesse H. Austin III, Esquire (*via email*)
Karol K. Denniston, Esquire (*via email*)

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